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Trey Grayson
Secretary of State
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ARTICLES OF INCORPORATION

OF

NEW EXM INC.

The undersigned Incorporator, Linda L. Foss, executes these Articles of Incorporation for the purpose of forming and does hereby form a corporation under the laws of the Commonwealth of Kentucky in accordance with the following provisions:

ARTICLE I

Name

The name of the corporation is New EXM Inc.

ARTICLE II

Registered Office and Registered Agent

The street address of the initial registered office of the corporation in the Commonwealth of Kentucky is 1511 Kentucky Home Life Building, Louisville, Kentucky 40202.

The initial registered agent at the same address is CT Corporation System.

ARTICLE III

Principal Office

The mailing address of the principal office of the corporation is 50 E. RiverCenter Boulevard, P.O. Box 391, Covington, Kentucky 41012-0391.

ARTICLE IV

Capital Stock

The corporation is authorized to issue 1,000 shares of common stock having \$0.01 par value per share.

ARTICLE V

Incorporator

The name of the Incorporator is Linda L. Foss, and the mailing address of the Incorporator is 50 E. RiverCenter Boulevard, P.O. Box 391, Covington, Kentucky 41012-0391.

ARTICLE VI

Directors

The business and affairs of the corporation are to be conducted by a board of directors, the number to be set in the manner provided in the by-laws. The initial board of directors shall consist of three members, who shall serve until the first meeting of shareholders of the corporation at which directors are elected.

ARTICLE VII

Limitation of Liability

No director shall be personally liable to the corporation or its shareholders for monetary damages for breach of his or her duties as a director except to the extent that the applicable law from time to time in effect shall provide that such liability may not be eliminated or limited.

Neither the amendment nor repeal of this Article VII shall affect the liability of any director of the corporation with respect to any act or failure to act which occurred prior to such amendment or repeal.

This Article VII is not intended to eliminate or limit any protection otherwise available to the directors of the corporation.

ARTICLE VIII

Indemnification


The corporation may, to the maximum extent permitted by law, indemnify any director, officer, employee or agent of the corporation against costs and expenses (including but not limited to attorneys' fees) and any liabilities (including but not limited to judgments, fines, penalties and settlements) paid by or imposed against any such person in connection with any

actual or threatened claim, action, suit or proceeding, whether civil, criminal, administrative, legislative, investigative or other (including any appeal relating thereto) and whether made or brought by or in the right of the corporation or otherwise, in which any such person is involved, whether as a party, witness, or otherwise, because he or she is or was a director, officer, employee or agent of the corporation or a predecessor of the corporation or a director, officer, partner, trustee, employee or agent of any other corporation, partnership, employee benefit plan or other entity.

The indemnification authorized by this Article VIII shall not supersede or be exclusive of any other right of indemnification which any such person may have or hereafter acquire under any provision of these Articles or the By-laws of the corporation, agreement, vote of shareholders or disinterested directors or otherwise. The corporation may take such steps as may be deemed appropriate by the Board of Directors to provide indemnification to any such person, including, without limitation, entering into contracts for indemnification between the corporation and individual directors, officers, employees or agents which may provide rights to indemnification which are broader or otherwise different than the rights authorized by this Article. The corporation may take such steps as may be deemed appropriate by the Board of Directors to secure, subject to the occurrence of such conditions or events as may be determined by the Board of Directors, the payment of such amounts as are required to effect any indemnification permitted or authorized by this Article, including, without limitation, purchasing and maintaining insurance, creating a trust fund, granting security interests or using other means (including, without limitation, irrevocable letters of credit).

Any amendment or repeal of this Article VIII shall operate prospectively only and shall not affect any action taken, or failure to act, by the corporation or any such person prior to such amendment or repeal.

Executed by the Incorporator this 12th day of March, 2004.



 Linda L. Foss, Incorporator

I, CT Corporation System, consent to serve as the registered agent on behalf of the corporation.

by

_____(See attached)_____

Name:

Title:

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE



STATEMENT OF CONSENT OF REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 271B, 273, 275 or 362, the undersigned hereby consents to act as registered agent on behalf of the business entity named below and for that purpose submits the following statements:

1. The business entity is ☒ a corporation (KRS 271B or KRS 273)
☐ a limited liability company (KRS 275)
☐ a limited partnership (KRS 362)
2. The name of the business entity is
New EXM Inc.
3. The state or country of incorporation, organization or formation is Kentucky
4. The name of the initial registered agent is
CT Corporation System
5. The street address of the registered office address in Kentucky is
Kentucky Home Life Building, Louisville, KY 40202
Street City State Zip Code

Ann Laskowski

Signature of registered agent

Ann Laskowski, Asst. Secretary

Type or Print Name & Title, if applicable

Date: March 12, 2004